

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 222-1887
 Mailing Address: Post Office Box 103, Tallahassee, FL 32301
 TOLL FREE NUMBER: 1-800-342-8062
 FAX: (904) 222-2222

APG 000000301
 of _____ No. **52503**
6550 Day Associates

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

W.F. O'Connell
3/22 2/14/96

... TAX _____
 FILING 1750.00
 R. AGENT FEE 32.00
 . COPY 52.50
 .OTAL 1834.50
 N. BANK _____
 BALANCE DUE _____
 (FIRM) _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>2/14/96</u>	_____	_____
TIME	<u>11:00</u>	_____	CK No. _____
BY	<u>JD</u>	_____	_____

WALK-IN
 Will Pick Up _____

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
<input checked="" type="checkbox"/> Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<i>Note</i>	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () pgs.	_____	_____
SUBTOTALS	_____	_____
FEE.....	_____	_____
DISBURSED.....	_____	_____
SURCHARGE.....	_____	_____
TAX on corporate supplies.....	_____	_____
SUBTOTAL.....	_____	_____
PREPAID.....	_____	_____
BALANCE DUE.....	_____	_____

000001715650
 -02/20/96--01117--002
 ***1937. ***1937.

96 FEB 14 PM 11:14
 SECRETARY OF CORPORATIONS
 DIVISION OF CORPORATIONS

96 FEB 14 AM 10:59
 RECEIVED

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**CERTIFICATE OF LIMITED PARTNERSHIP OF
6550 PLAZA ASSOCIATES, LTD.
A Florida Limited Partnership**

The undersigned General Partners, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is 6550 PLAZA ASSOCIATES, LTD.
2. The address of the office of the Partnership is:

1400 N.W. 107 Avenue
Fifth Floor
Miami, FL 33172
3. The name of the Registered Agent for service of process on the Partnership is:

Joel Levy
4. The address of the Registered Agent for service of process on the Partnership is:

1400 N.W. 107 Avenue
Fifth Floor
Miami, FL 33172
5. The name and address of the general partners are as follows:

ADLER COLLINS, INC.
1400 NW 107 Avenue
Fifth Floor
Miami, Florida 33172
P 95 060095048

SKBC, INC.
407 Lincoln Road, Ste. 704
Miami Beach, Florida 33139
895 000094010
6. The mailing address of the Partnership is:

1400 N.W. 107 Avenue
Fifth Floor
Miami, FL 33172
7. The latest date upon which the Partnership shall dissolve is December 31, 2025.

The execution of this Certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 14 AM 11: 14

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of 6550 PLAZA ASSOCIATES, LTD. this 12th day of December, 1995.

Witnesses:

[Signature]
[Signature]
[Signature]
[Signature]

ADLER COLLINS, INC.,
a Florida corporation

By: [Signature]
JOEL LEVY
Vice President
SKBC, INC., a Florida corporation

By: [Signature]
JONATHAN D. BELOFF
President

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 FEB 14 PM 11:14

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for 6550 PLAZA ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

[Signature]
JOEL LEVY

December 12, 1995

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

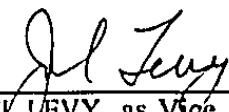
STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

FILED STATE
SECRETARY OF CORPORATIONS
96 FEB 14 AM 11:54

BEFORE ME, the undersigned authority, personally appeared JOEL LEVY, as Vice President of ADLER COLLINS, INC., a Florida corporation, as a General Partner of 6550 PLAZA ASSOCIATES, LTD., a Florida limited partnership, and states as follows:

1. The amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners at this time totals \$ 1,000,000.00
2. The undersigned is delivering this Affidavit solely in his capacity as an officer of the general partner of the limited partnership, and not individually.

FURTHER AFFIANT SAYETH NOT.



JOEL LEVY, as Vice President of ADLER COLLINS, INC., a Florida corporation, General Partner of 6550 PLAZA ASSOCIATES, LTD., a Florida limited partnership

BEFORE ME, the undersigned authority, personally appeared JOEL LEVY, as Vice President of ADLER COLLINS, INC., a Florida corporation, general partner of 6550 PLAZA ASSOCIATES, LTD., a Florida limited partnership, on behalf of said entities. JOEL LEVY is personally known to the undersigned or has produced a Florida drivers license as identification and did take an oath.



NOTARY PUBLIC, State of Florida
at large

QA:20079\408\DOCS\LP-CERT



SHIRLEY SMITH
My Comm Exp. 5/20/99
Bonded By Service Ins
No. CC447022

Personally Known Other I. D.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

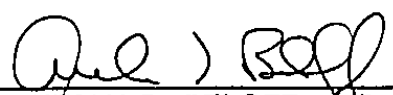
STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

FILED
STATE OF FLORIDA
SECRETARY OF STATE
FEB 11 1998

BEFORE ME, the undersigned authority, personally appeared JONATHAN D. BELOFF, as President of SKBC, INC., a Florida corporation, as a General Partner of 6550 PLAZA ASSOCIATES, LTD., a Florida limited partnership, and states as follows:

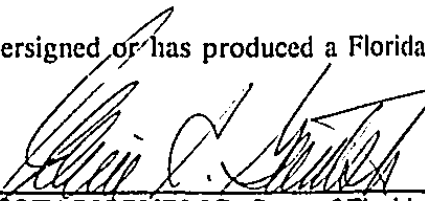
- 1. The amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners at this time totals \$1,000,000.00.
- 2. The undersigned is delivering this Affidavit solely in his capacity as an officer of the general partner of the limited partnership, and not individually.

FURTHER AFFIANT SAYETH NOT.



JONATHAN D. BELOFF, as President of SKBC, INC., a Florida corporation

BEFORE ME, the undersigned authority, personally appeared JONATHAN D. BELOFF, as President of SKBC, INC., a Florida corporation, on behalf of said entities. JONATHAN D. BELOFF is personally known to the undersigned or has produced a Florida drivers license as identification and did take an oath.



NOTARY PUBLIC, State of Florida
at large

